

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE		PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. <b>P00052</b>		3. EFFECTIVE DATE <b>SEE BLOCK 16C</b>		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)
6. ISSUED BY <b>COMMANDER, 02-21J</b> <b>SPACE AND NAVAL WARFARE SYSTEMS COMMAND</b> <b>4301 PACIFIC HIGHWAY</b> <b>SAN DIEGO, CA 92110-3127</b> <b>M. Radi, 02-21J (619)524-7163, radim@spawar.navy.mil</b>		CODE <b>N00039</b>		7. ADMINISTERED BY (If other than Item 6) <b>DCM-ATLANTA</b> <b>805 WALKER STREET, SUITE 1</b> <b>MARIETTA, GA 30060-2789</b>		CODE <b>S1103A</b>
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) <b>AVAYA INC.</b> <b>5440 MILLSTREAM ROAD</b> <b>MCLEANSVILLE, NC 27301</b>				9A. AMENDMENT OF SOLICITATION NO.		
				9B. DATED (SEE ITEM 11)		
				10A. MODIFICATION OF CONTRACT/ORDER NO. <b>N68939-97-D-0040</b>		
				10B. DATED (SEE ITEM 13) <b>29 July 1997</b>		
CODE <b>1SBH3</b>		FACILITY CODE				

**11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS**

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

(a) By completing Items 8 and 15, and returning \_\_\_\_\_ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter of telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

**12. ACCOUNTING AND APPROPRIATION DATA (If required)**

**To Be Specified on the Individual Delivery Orders**

**13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS.**

IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

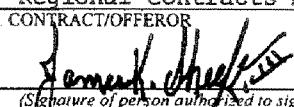
(A)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b)
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: <b>Mutual Agreement of the Parties</b>
	D. OTHER

**E. IMPORTANT:** Contractor is not X is required to sign this document and return 1 copies to the issuing office.

**14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)**

The purposes of this modification are to: 1) Revise the B tables by removing obsolete/inactive Lucent and Avaya Products, and 2) Replace the Lucent Subcontracting Plan, Attachment 8 to this Contract, with the Avaya Subcontracting Plan dated 11/16/2001.

**Continued on Page 2**

15A. NAME AND TITLE OF SIGNER (Type of print):KL <b>James K. Sheek, III</b> <b>Regional Contracts Manager</b>		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) <b>CARLA J. BROWN</b>	
15B. CONTRACT/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED <b>18 June 2002</b>	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED

NSN 7540-01-152-8070

PREVIOUS EDITION UNUSABLE

STANDARD FORM 30 (REV. 10-83)

Prescribed by GSA

1. As a result of the B table revisions, all the pricing exhibits (B tables, See Below) are replaced in their entirety and are available on the World Wide Web at (<http://www1.avaya.com/enterprise/gov/vivid/index.html> or <http://www.it-umbrella.navy.mil>).

Exhibit P52A1A Digital Switching Systems  
Exhibit P52A1B Modernization of GOE Switching Systems  
Exhibit P52A1C End User Equipment Part B3  
Exhibit P52A1D Sonet Multiplexers  
Exhibit P52A1E Enterprise Connectivity, Interoperability, Communications and Management  
Exhibit P52A1F Hardware and Software  
Exhibit P52A1G Ship to Shore Connectivity  
Exhibit P52A1H Local Access  
Exhibit P52A3 – Cabling  
Exhibit P52B1 – SPCM  
Exhibit P52B2 – RRPCM  
Exhibit P52C – Tng  
Exhibit P52D1A – Labor  
Exhibit P52D1B – Manuals  
Exhibit P52D1C – Install Req Anal Survey  
Exhibit P52D2 – Custom Outsource  
Exhibit P52E1 – ODC's

2. Replace Attachment 8 to this Contract, the Lucent Subcontracting Plan, with the Avaya Subcontracting Plan entitled "Avaya Inc. Company-Wide Commercial Products Plan for Subcontracting with Small Business Concerns" dated November 16, 2001.
3. Except as provided herein, all other terms and conditions of contract N68939-97-D-0040 remain unchanged and in full force and effect.